

## Notice to attend the annual general meeting in Hexicon AB (publ)

**The shareholders in Hexicon AB (publ), reg. no. 556795-9894 (the "Company"), are hereby given notice to attend the annual general meeting at 10:00, on Tuesday 7 May 2024 at Setterwalls Advokatbyrå's offices at Sturegatan 10 in Stockholm, Sweden. Registration for the meeting commences at 09:30.**

### Notice

Shareholders wishing to participate at the meeting must:

- (i) be entered in the shareholders' register, kept by Euroclear Sweden AB on the record day which is Friday 26 April 2024; and
- (ii) notify the Company of their attendance and any assistant no later than Tuesday 30 April 2024. Notification can be made via letter to Setterwalls Advokatbyrå AB, Attn: Andreas Wårdh, P.O. Box 1050, SE-101 39 Stockholm, Sweden or by e-mail to [Andreas.wardh@setterwalls.se](mailto:Andreas.wardh@setterwalls.se). Notification shall include full name, personal identification number or corporate registration number, address and daytime telephone number and, where appropriate, information about representative, proxy and assistants. The number of assistants may not be more than two. In order to facilitate entry to the meeting, notification should, where appropriate, be accompanied by powers of attorney, registration certificates and other documents of authority.

### Nominee registered shares

Shareholders who have their shares registered in the name of a nominee must request temporary entry in the transcription of the share register kept by Euroclear Sweden AB (so-called voting rights registration) in order to be entitled to participate and vote for their shares at the meeting. The shareholder must inform the nominee well in advance of Friday 26 April 2024, at which time the register entry must have been made. Voting rights registration that has been requested by the shareholder at such time that the registration has been completed by the nominee no later than Tuesday 30 April 2024, will, however, be taken into account in the preparation of the share register.

### Proxy voting

A shareholder represented by proxy shall issue a power of attorney which shall be dated and signed by the shareholder. If issued by a legal entity, the power of attorney shall also be accompanied by registration certificate or, if not applicable, equivalent documents of authority. Power of attorney forms for those shareholders wishing to participate by proxy will be available on the Company's website [www.hexicongroup.com](http://www.hexicongroup.com). The original version of the power of attorney shall also be presented at the meeting.

### Processing of personal data

For information regarding how your personal data is processed in connection with the annual general meeting, please refer to the privacy policy on Euroclear Sweden AB's website, <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

### Proposed agenda

1. Opening of the meeting and election of chairman of the general meeting,
2. Preparation and approval of voting list,

3. Approval of the agenda,
4. Election of one or two persons who shall approve the minutes of the meeting,
5. Determination of whether the meeting has been duly convened,
6. Submission of the annual report and the auditor's report as well as of the consolidated financial statements and the auditor's report on the group,
7. Resolution in respect of
  - a) adoption of the profit and loss statement and the balance sheet as well as of the consolidated profit and loss statement and the consolidated balance sheet.
  - b) the members of the board of directors' and the CEO's discharge from liability.
  - c) allocation of the Company's profits or losses according to the adopted balance sheet.
8. Determination of the number of members of the board of directors and, when applicable, the number of auditors and deputy auditors, who shall be elected by the general meeting,
9. Determination of the fees payable to the members of the board of directors and the auditors,
10. Election of members of the board of directors,
11. Election of auditors and deputy auditors,
12. Resolution on an authorisation for the board of directors to resolve upon capital increases,
13. Closing of the meeting.

## THE NOMINATION COMMITTEE'S PROPOSED RESOLUTIONS

The nomination committee has been composed of Rickard Haraldsson (chairman of the nomination committee) (appointed by Index Equity Sweden AB and Gulfstream Group LLC), Sanja Batljan (appointed by Ilija Batljan Invest AB (publ)), Leif Almhorn (appointed by SEB Trygg Liv), and Hans von Uthmann, chairman of the board of directors of Hexicon AB (publ). The nomination committee has not found reason to present any proposal to change the principles for the appointment of and instructions for the nomination committee that were adopted at the annual general meeting on 12 May 2022 and applicable until otherwise decided by the general meeting.

### *Item 1. Opening of the meeting and election of chairman of the general meeting*

The nomination committee proposes that Marcus Nivinger is elected chairman of the meeting.

### *Item 8. Determination of the number of members of the board of directors and, when applicable, the number of auditors and deputy auditors, who shall be elected by the general meeting*

The nomination committee proposes that the board of directors shall consist of five ordinary members without deputy board members. Furthermore, it is proposed that a registered accounting firm shall be elected as auditor.

### *Item 9. Determination of the fees payable to the members of the board of directors, the nomination committee and the auditors*

The nomination committee proposes that the fees payable to the board of directors (plus any security costs) shall amount to a total of SEK 945,000 out of which SEK 315,000 shall be paid to the chairman of the board and SEK 157,500 shall be paid to each of the other ordinary members elected by the general meeting.

The nomination committee proposes that the auditor shall be paid in accordance with customary standards for charges.

### *Item 10. Election of members of the Board of directors*

The nomination committee proposes the re-election of board members Bjarne Borg, Mats Jansson, Mia Batljan and Lars Martinsson, and the new-election of Göran Öfverström as a new

board member.

The nomination committee proposes Bjarne Borg as chairman of the board.

Information on board members proposed for new election

Göran Öfverström has a degree in Civil Engineering from Chalmers University of Technology and an MBA from SSE (Handels STH). Worked with Logistics/Purchasing for Norsk Hydro Olje AB Sweden and later responsible for global integrated transport at Wallenius shipping companies. Göran has also represented the board of WWL (Wallenius Wilhelmsen Logistics). Currently, for many years, employed in the Soya Group (shipping, real estate, aviation, water treatment) with various responsibilities in business development and strategy/investments with a focus on sustainability issues. Göran and the Soya Group are currently involved in Hexicon as a lender but also as a shareholder. Göran will complement Hexicon's board with solid experience from the offshore/shipping industry combined with experience from investments in the sustainability sector. Information regarding the proposed board members will be held available at Hexicon AB's website, [www.hexicongroup.com](http://www.hexicongroup.com).

*Item 11. Election of auditors and deputy auditors*

The nomination committee proposes that KPMG AB is re-elected as auditor for the period until the end of the next annual general meeting. KPMG AB has notified that the certified auditor Fredrik Wollmann will remain as auditor in charge.

## **THE BOARD OF DIRECTORS' PROPOSED RESOLUTIONS**

*Item 7 c). Resolution in respect of allocation of the Company's profits or losses according to the adopted balance sheet*

The board proposes that the general meeting allocates the Company's profits or losses in accordance with the board's proposal in the annual report, meaning that no dividend shall be paid for the financial year 2023 and that the results shall be carried forward in new account.

*Item 12. Resolution on an authorisation for the board of directors to resolve upon capital increases*

The board of directors proposes that the general meeting resolves on an authorisation for the board of directors to – for the period up to the next annual general meeting, with or without deviation from the shareholders' preferential rights and at one or more occasions – resolve upon issuance of new shares, warrants and/or convertible debentures. Payment may be made in cash, in kind, through set-off of claims or otherwise be conditional. The Company's share capital may by support of the authorisation be increased by an amount corresponding to not more than twenty (20) per cent of the share capital after such issue(s). Deviation from the shareholders' preferential rights shall be allowed in situations where a directed issue is deemed more appropriate for the Company due to timing, commercial or similar reasons, and in order to enable acquisitions.

The chairman of the board of directors, the CEO or a person appointed by the board of directors shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office.

### **Particular majority requirements**

A valid resolution under item 12 requires the support of shareholders representing at least two-thirds of the votes cast and of the shares represented at the meeting.

### **Number of shares and votes in the company**

The total number of shares in the Company at the time of issuance of this notice is 363,802,686. The company does not hold any of its own shares.

### **Shareholders' right to request information**

Pursuant to Chapter 7 section 32 of the Swedish Companies Act (Sw. aktiebolagslagen (2005:551))

the board of directors and the CEO are under a duty to, if any shareholder so requests and the board of directors believe that it can be done without material damage to the Company, provide information at the meeting regarding circumstances that may affect the assessment of an item on the agenda or of the Company's economic situation. Such duty to provide information also comprises the Company's relation to the other group companies, the consolidated financial statements and such circumstances regarding subsidiaries which are set out in the foregoing sentence.

### **Documentation**

The financial accounts, auditor's report, complete proposals and other documents to be dealt with at the general meeting will be kept available at the company's office not later than three weeks before the meeting. The documents will be sent free of charge to shareholders who so request and state their postal address. The documents will also be made available not later than the aforementioned date on the Company's website [www.hexicongroup.com](http://www.hexicongroup.com). All the above mentioned documents will also be presented at the general meeting.

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Stockholm, April 2024  
HEXICON AB (publ)  
*The board of directors*

### **About Hexicon**

Hexicon is an early project-developer in floating wind, opening new markets in deep water areas, and a technology provider with a patented floating wind design – TwinWind™. The dual business model supports the world's transition to sustainable energy. Floating wind is an important part of the future energy mix. It can be deployed quickly and at scale, contributing to the electrification of society at large. Hexicon operates in several markets across Europe, Africa, Asia, and North America. Hexicon is listed on Nasdaq First North Premier Growth Market (ticker HEXI). Certified Adviser is FNCA Sweden AB.

[www.hexicongroup.com](http://www.hexicongroup.com)

### **For more information, please contact:**

Hexicon's Communications Department  
[communications@hexicongroup.com](mailto:communications@hexicongroup.com)

### **Attachments**

[Notice to attend the annual general meeting in Hexicon AB \(publ\)](#)  
[The Nomination Committees Proposals To The Annual General Meeting 2024 \(including Reasoned Statement\)](#)  
[Proxy Form](#)